



Substitute House Bill No. 6565

Public Act No. 11-146

AN ACT CONCERNING BUSINESS ENTITY FILINGS.

Be it enacted by the Senate and House of Representatives in General Assembly convened:

Section 1. Section 33-608 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) A document shall satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the Secretary of the State.

(b) Sections 33-600 to 33-998, inclusive, as amended by this act, shall require or permit filing the document in the office of the Secretary of the State.

(c) The document shall contain the information required by sections 33-600 to 33-998, inclusive, as amended by this act. It may contain other information as well.

(d) The document shall be typewritten or printed or, if electronically transmitted, in a format that can be retrieved or reproduced in typewritten or printed form.

(e) The document shall be in the English language. A corporate name need not be in English if written in English letters or Arabic or

Substitute House Bill No. 6565

Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

(f) The document shall be executed: (1) By the chairman of the board of directors of a domestic or foreign corporation, by its president or by another of its officers; (2) if directors have not been selected or the corporation has not been formed, by an incorporator; or (3) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document shall sign it and state beneath or opposite such person's signature such person's name and the capacity in which such person signs. The document may but need not contain a corporate seal, attestation, acknowledgment or verification.

(h) If the Secretary of the State has prescribed a mandatory form for the document under section 33-609, the document shall be in or on the prescribed form.

(i) The document shall be delivered to the office of the Secretary of the State for filing. [Delivery may be made by electronic transmission if and to the extent permitted by the Secretary of the State.] If the document is filed in typewritten or printed form and not electronically transmitted, the Secretary of the State may require one exact or conformed copy to be delivered with the document, except as provided in sections 33-662 and 33-928.

(j) When the document is delivered to the office of the Secretary of the State for filing, the correct filing fee, and any franchise tax, license fee or penalty required to be paid therewith by sections 33-600 to 33-998, inclusive, as amended by this act, or other law must be paid or provision for payment made in a manner permitted by the Secretary of

Substitute House Bill No. 6565

the State.

(k) When any document is required or permitted to be filed or recorded as provided in sections 33-600 to 33-998, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(l) As used in this subsection, "filed document" means a document filed with the Secretary of the State under any provision of sections 33-600 to 33-998, inclusive, as amended by this act, except sections 33-920 to 33-937, inclusive, and section 33-953, as amended by this act, and "plan" means a plan of merger or share exchange. Whenever a provision of sections 33-600 to 33-998, inclusive, as amended by this act, permits any of the terms of a plan or filed document to be dependent on facts objectively ascertainable outside the plan or filed document, the following provisions apply:

(1) The manner in which the facts will operate upon the terms of the plan or filed document shall be set forth in the plan or filed document;

(2) The facts may include, but are not limited to (A) any of the following that is available in a nationally recognized news or information medium either in print or electronically: Statistical or market indices, market prices of any security or group of securities, interest rates, currency exchange rates, or similar economic or financial data, (B) a determination or action by any person or body, including the corporation or any other party to a plan or filed document, or (C) the terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document;

Substitute House Bill No. 6565

(3) The following provisions of a plan or filed document may not be made dependent on facts outside the plan or filed document: (A) The name and address of any person required in a filed document; (B) the registered office of any entity required in a filed document; (C) the registered agent of any entity required in a filed document; (D) the number of authorized shares and designation of each class or series of shares; (E) the effective date of a filed document; and (F) any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which such approval was given; and

(4) If a provision of a filed document is made dependent on a fact ascertainable outside of the filed document, and such fact is not ascertainable by reference to a source described in subparagraph (A) of subdivision (2) of this subsection or a document that is a matter of public record, or the affected shareholders have not received notice of the fact from the corporation, then the corporation shall file with the Secretary of the State a certificate of amendment setting forth the fact promptly after the time when the fact referred to is first ascertainable or thereafter changes. Certificates of amendment under this subdivision are deemed to be authorized by the authorization of the original plan or filed document to which they relate and may be filed by the corporation without further action by the board of directors or the shareholders.

(m) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 33-600 to 33-998, inclusive, as amended by this act, to be filed with the Secretary of the State.

Sec. 2. Section 33-953 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

Substitute House Bill No. 6565

(a) Each domestic corporation, except banks, trust companies, insurance or surety companies, savings and loan associations and public service companies, as defined in section 16-1, and each foreign corporation authorized to transact business in this state, shall file an annual report with the Secretary of the State as prescribed in this section.

(b) The first annual report of a domestic corporation shall be filed within thirty days after its organization meeting. Subsequent annual reports of such domestic corporation and annual reports of each foreign corporation authorized to transact business in this state shall be filed by electronic transmission at such times as may be provided by regulations adopted by the Secretary of the State in accordance with chapter 54, provided the Secretary of the State may require any corporation to file an annual report according to reporting schedules established by the secretary so as to effect staggered filing of all such reports. Upon request of a corporation, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the corporation does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(c) Each annual report shall set forth as of a date which complies with subsection (d) of this section and which is specified in such report: (1) The name of the corporation; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; [and] (3) the electronic mail address, if any, of the corporation; and (4) the names and respective business and residence addresses of the directors and officers of the corporation, except that if good cause is shown, the Secretary of the

Substitute House Bill No. 6565

State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation. For the purposes of this subsection, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

(d) The date specified in the annual report pursuant to subsection (c) of this section shall (1) not be later than the date of filing the report, and (2) not be earlier than the latest date preceding the date of filing on which any change of circumstances occurred which would affect the statements of fact required in the report.

(e) Each annual report shall be accompanied by the required filing fee. The report shall be executed as set forth in section 33-608, as amended by this act. The Secretary of the State shall [mail] deliver to each domestic corporation at its principal office or electronic mail address, as shown by his records, and to each foreign corporation authorized to transact business in this state at its executive offices or electronic mail address, as last shown by his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a corporation of the requirement of filing the report as provided in this section.

Sec. 3. Section 33-1004 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) A document shall satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the Secretary of the State.

(b) Sections 33-1000 to 33-1290, inclusive, as amended by this act, shall require or permit filing the document in the office of the Secretary

Substitute House Bill No. 6565

of the State.

(c) The document shall contain the information required by sections 33-1000 to 33-1290, inclusive, as amended by this act. It may contain other information as well.

(d) The document shall be typewritten or printed or, if electronically transmitted, in a format that can be retrieved or reproduced in typewritten or printed form.

(e) The document shall be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

(f) The document shall be executed: (1) By the chairman of the board of directors of a domestic or foreign corporation, by its president or by another of its officers; (2) if directors have not been selected or the corporation has not been formed, by an incorporator; or (3) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document shall sign it and state beneath or opposite such person's signature such person's name and the capacity in which such person signs. The document may but need not contain a corporate seal, attestation, acknowledgment or verification.

(h) If the Secretary of the State has prescribed a mandatory form for the document under section 33-1005, the document shall be in or on the prescribed form.

(i) The document shall be delivered to the office of the Secretary of the State for filing. [Delivery may be made by electronic transmission if

Substitute House Bill No. 6565

and to the extent permitted by the Secretary of the State.] If the document is filed in typewritten or printed form and not electronically transmitted, the Secretary of the State may require one exact or conformed copy to be delivered with the document, except as provided in sections 33-1052 and 33-1218.

(j) When the document is delivered to the office of the Secretary of the State for filing, the correct filing fee, and any franchise tax, license fee or penalty required to be paid therewith by sections 33-1000 to 33-1290, inclusive, as amended by this act, or other law, must be paid or provision for payment made in a manner permitted by the Secretary of the State.

(k) When any document is required or permitted to be filed or recorded as provided in sections 33-1000 to 33-1290, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(l) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 33-1000 to 33-1290, inclusive, as amended by this act, to be filed with the Secretary of the State.

Sec. 4. Section 33-1243 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) Each domestic corporation, except banks, trust companies, insurance or surety companies, savings and loan associations, credit unions, public service companies, as defined in section 16-1, cemetery

Substitute House Bill No. 6565

associations and incorporated church or religious corporations, and each foreign corporation authorized to conduct affairs in this state, and except corporations formed before January 1, 1961, which under the law in effect on December 31, 1960, were not required to file an annual report, shall file an annual report with the Secretary of the State as prescribed in this section.

(b) The first annual report of a domestic corporation shall be filed within thirty days after its organization meeting. Subsequent annual reports of such domestic corporation and annual reports of each foreign corporation authorized to conduct affairs in this state shall be filed by electronic transmission at such times as may be provided by regulations adopted by the Secretary of the State in accordance with chapter 54, provided the Secretary of the State may require any corporation to file an annual report according to reporting schedules established by the secretary so as to effect staggered filing of all such reports. Upon request of a corporation, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the corporation does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(c) Each annual report shall set forth as of a date which complies with subsection (d) of this section and which is specified in such report: (1) The name of the corporation and, in the case of a foreign corporation, the state under the laws of which it is incorporated; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; [and] (3) the electronic mail address, if any, of the corporation; and (4) the names and respective business and residence

Substitute House Bill No. 6565

addresses of the directors and officers of the corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation. For the purposes of this subsection, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

(d) The date specified in the annual report pursuant to subsection (c) of this section shall (1) not be later than the date of filing the report, and (2) not be earlier than the latest date preceding the date of filing on which any change of circumstances occurred which would affect the statements of fact required in the report.

(e) Each annual report shall be accompanied by the required filing fee. The report shall be executed as set forth in section 33-1004, as amended by this act. The Secretary of the State shall [mail] deliver to each domestic corporation at its principal office or electronic mail address, as shown by his records, and to each foreign corporation authorized to conduct affairs in this state at its executive offices or electronic mail address, as last shown by his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a corporation of the requirement of filing the report as provided in this section.

Sec. 5. Section 34-9 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

As used in this chapter, unless the context otherwise requires:

(1) "Address" means location as described by the full street number, if any, street, city or town, state or country and not a mailing address

Substitute House Bill No. 6565

such as a post office box.

(2) "Certificate of limited partnership" means the certificate referred to in section 34-10 and the certificate as amended or restated.

(3) "Consolidation" means a business combination pursuant to section 34-33b.

(4) "Contribution" means any cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, which a partner contributes to a limited partnership in his capacity as a partner.

(5) "Deliver" or "delivery" means any method of delivery used in conventional commercial practice including delivery by hand, mail, commercial delivery and electronic transmission.

(6) "Document" includes anything delivered to the office of the Secretary of the State for filing under sections 34-9 to 34-38u, inclusive, as amended by this act.

(7) "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient.

[(5)] (8) "Event of withdrawal of a general partner" means an event that causes a person to cease to be a general partner as provided in section 34-28.

[(6)] (9) "Foreign limited partnership" means a partnership formed under the laws of any state other than this state and having as partners one or more general partners and one or more limited partners.

[(7)] (10) "General partner" means a person who has been admitted to a limited partnership as a general partner in accordance with the

Substitute House Bill No. 6565

partnership agreement and named in the certificate of limited partnership as a general partner.

[(8)] (11) "Interests" means the proprietary interests in an other entity.

[(9)] (12) "Limited partner" means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement.

[(10)] (13) "Limited partnership" and "domestic limited partnership" means a partnership formed by two or more persons under the provisions of this chapter and having one or more general partners and one or more limited partners.

[(11)] (14) "Merger" means a business combination pursuant to section 34-33a.

[(12)] (15) "Organizational documents" means the basic document or documents that create, or determine the internal governance of, an other entity.

[(13)] (16) "Other entity" means any association or legal entity, other than a domestic or foreign limited partnership, organized to conduct business, including, but not limited to, a corporation, general partnership, limited liability partnership, limited liability company, joint venture, joint stock company, business trust, statutory trust and real estate investment trust.

[(14)] (17) "Partner" means a limited or general partner.

[(15)] (18) "Partnership agreement" means any valid agreement, written or oral, of the partners as to the affairs of a limited partnership and the conduct of its business.

[(16)] (19) "Partnership interest" means a partner's share of the

Substitute House Bill No. 6565

profits and losses of a limited partnership and the right to receive distributions of partnership assets.

[(17)] (20) "Party to a consolidation" means any domestic or foreign limited partnership or other entity that will consolidate under a plan of consolidation.

[(18)] (21) "Party to a merger" means any domestic or foreign limited partnership or other entity that will merge under a plan of merger.

[(19)] (22) "Person" means a natural person, partnership, limited partnership, foreign limited partnership, trust, estate, association, limited liability company or corporation.

[(20)] (23) "Plan of merger" means a plan entered into pursuant to section 34-33a.

[(21)] (24) "Plan of consolidation" means a plan entered into pursuant to section 34-33b.

(25) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

[(22)] (26) "State" means a state, territory, or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.

[(23)] (27) "Survivor" means, in a merger or consolidation, the limited partnership or other entity into which one or more other limited partnerships or other entities are merged or consolidated.

Sec. 6. Section 34-10b of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) A signed copy of the certificate of limited partnership and of any certificates of amendment or cancellation or of any judicial decree of amendment or cancellation or of any certificate of merger or

Substitute House Bill No. 6565

consolidation, or notice or any other document permitted or required to be filed pursuant to this chapter for a limited partnership, shall be delivered to the Secretary of the State. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. Unless the Secretary of the State finds that any certificate does not conform to law, upon receipt of all filing fees required by law he shall:

(1) Endorse on each copy the word "Filed" and the day, month and year of the filing thereof; and

(2) File a signed copy in his office.

(b) Upon the filing of a certificate of amendment or judicial decree of amendment in the office of the Secretary of the State, the certificate of limited partnership shall be amended as set forth therein, and upon the effective date of a certificate of cancellation, or a judicial decree thereof or a certificate of merger or consolidation which acts as a certificate of cancellation, the certificate of limited partnership is cancelled.

(c) When any document is required or permitted to be filed or recorded as provided in sections 34-9 to 34-38u, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(d) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 34-9 to 34-38u, inclusive, as amended by this act, to be filed with the Secretary of the State.

Substitute House Bill No. 6565

Sec. 7. Section 34-13e of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) [On and after January 1, 1996, each] Each limited partnership shall file an annual report by electronic transmission with the Secretary of the State that shall be due upon the anniversary of the formation of the limited partnership. Upon request of a limited partnership, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the limited partnership does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Each annual report shall set forth: (1) The name of the limited partnership; [and] (2) the address of the office of the limited partnership required to be maintained by section 34-13b; and (3) the electronic mail address, if any, of the limited partnership.

(c) Each annual report shall be executed in accordance with section 34-10a and be accompanied by the filing fee established in section 34-38n. The Secretary of the State shall [mail] deliver to each limited partnership at [its] the address of the office required to be maintained by section 34-13b or its electronic mail address, as shown by his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a limited partnership of the requirement of filing the report as provided in this section.

Sec. 8. Section 34-38s of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) [On and after January 1, 1996, each] Each foreign limited partnership registered to transact business in this state shall file an annual report by electronic transmission with the Secretary of the State

Substitute House Bill No. 6565

that shall be due upon the anniversary of the registration of such foreign limited partnership pursuant to section 34-38g. Upon request of a foreign limited partnership, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the foreign limited partnership does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Each annual report shall set forth: (1) The name of the foreign limited partnership and, if different, the name under which such foreign limited partnership transacts business in this state; [, and] (2) the address of the office required to be maintained in the state or other jurisdiction of the foreign limited partnership's organization by the laws of that state or jurisdiction or, if not so required, the address of its principal office; and (3) the electronic mail address, if any, of the foreign limited partnership.

(c) Each annual report shall be executed in accordance with section 34-10a and be accompanied by the filing fee established in section 34-38n. The Secretary of the State shall [mail] deliver to each foreign limited partnership at its principal office or its electronic mail address, as last shown by his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a foreign limited partnership of the requirement of filing the report as provided in this section.

Sec. 9. Section 34-101 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

As used in sections 34-100 to 34-242, inclusive, as amended by this act, unless the context otherwise requires:

(1) "Address" means a location as described by the full street

Substitute House Bill No. 6565

number, if any, street, city or town, state or county and not a mailing address such as a post office box.

(2) "Articles of organization" means articles filed under section 34-121, and those articles as amended or restated.

(3) "Corporation" means a corporation formed under the laws of this state or a foreign corporation.

(4) "Court" includes every court having jurisdiction in the case.

(5) "Deliver" or "delivery" means any method of delivery used in conventional commercial practice including delivery by hand, mail, commercial delivery and electronic transmission.

(6) "Document" includes anything delivered to the office of the Secretary of the State for filing under sections 34-100 to 34-242, inclusive, as amended by this act.

[(5)] (7) "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient. [and which does not directly involve the physical transfer of paper.]

[(6)] (8) "Event of dissociation" means an event that causes a person to cease to be a member, as provided in section 34-180.

[(7)] (9) "Foreign corporation" means a corporation formed under the laws of any state other than this state or under the laws of any foreign country.

[(8)] (10) "Foreign limited liability company" means an entity that is: (A) Organized under the laws of a state other than the laws of this state or under the laws of any foreign country; (B) organized under a statute pursuant to which an entity denominated as a limited liability

Substitute House Bill No. 6565

company may be formed that affords to each of its members limited liability with respect to the liabilities of the entity; and (C) is not required to be registered or organized under any statute of this state other than sections 34-100 to 34-242, inclusive, as amended by this act.

[(9)] (11) "Foreign limited partnership" means a limited partnership formed under the laws of any state other than this state or under the laws of any foreign country.

[(10)] (12) "Limited liability company" or "domestic limited liability company" means an organization having one or more members that is formed under sections 34-100 to 34-242, inclusive, as amended by this act.

[(11)] (13) "Limited liability company membership interest" or "interest" or "interest in the limited liability company" means a member's share of the profits and losses of the limited liability company and a member's right to receive distributions of the limited liability company's assets, unless otherwise provided in the operating agreement.

[(12)] (14) "Limited partnership" means a limited partnership formed under the laws of this state or a foreign limited partnership.

[(13)] (15) "Manager" or "managers" means, with respect to a limited liability company that has set forth in its articles of organization that it is to be managed by managers, the person or persons designated in accordance with section 34-140.

[(14)] (16) "Member" or "members" means a person or persons who have been admitted to membership in a limited liability company as provided in section 34-179 and who have not disassociated from the limited liability company as provided in section 34-180.

[(15)] (17) "Operating agreement" means any agreement, written or

Substitute House Bill No. 6565

oral, as to the conduct of the business and affairs of a limited liability company, which is binding upon all of the members.

[(16)] (18) "Organizational documents" means the basic document or documents that create, or determine the internal governance of, an other entity.

[(17)] (19) "Organizer" or "organizers" means any member or members or any other person or persons who files or file the articles of organization as provided in section 34-120.

[(18)] (20) "Other entity" means any association or legal entity, other than a domestic or foreign limited liability company, organized to conduct business, including, but not limited to, a corporation, general partnership, limited liability partnership, limited partnership, joint venture, joint stock company, business trust, statutory trust and real estate investment trust.

[(19)] (21) "Party to a consolidation" means any domestic or foreign limited liability company or other entity that will consolidate under a plan of consolidation.

[(20)] (22) "Party to a merger" means any domestic or foreign limited liability company or other entity that will merge under a plan of merger.

[(21)] (23) "Person" means an individual, a general partnership, a limited partnership, a domestic or foreign limited liability company, a trust, an estate, an association, a corporation or any other legal or commercial entity.

[(22)] (24) "Plan of merger" or "plan of consolidation" means a plan entered into pursuant to section 34-195.

[(23)] (25) "Professional service" means any type of service to the

Substitute House Bill No. 6565

public that requires that members of a profession rendering such service obtain a license or other legal authorization as a condition precedent to the rendition thereof, limited to the professional services rendered by dentists, natureopaths, chiropractors, physicians and surgeons, doctors of dentistry, physical therapists, occupational therapists, podiatrists, optometrists, nurses, nurse-midwives, veterinarians, pharmacists, architects, professional engineers, or jointly by architects and professional engineers, landscape architects, real estate brokers, insurance producers, certified public accountants and public accountants, land surveyors, psychologists, attorneys-at-law, licensed marital and family therapists, licensed professional counselors, licensed or certified alcohol and drug counselors and licensed clinical social workers.

[(24)] (26) "Sign" or "signature" includes any manual, facsimile, [or] conformed or electronic signature.

[(25)] (27) "State" means a state, territory or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.

[(26)] (28) "Survivor" means, in a merger or consolidation, the limited liability company or other entity into which one or more other limited liability companies or other entities are merged or consolidated.

Sec. 10. Section 34-106 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) Each limited liability company shall file an annual report by electronic transmission with the Secretary of the State which report shall be due upon the anniversary of the filing of a limited liability company's articles of organization pursuant to section 34-120. Upon request of a limited liability company, the Secretary of the State may grant an exemption from the requirement to file an annual report by

Substitute House Bill No. 6565

electronic transmission if the limited liability company does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Such reporting requirement shall commence on or after January 1, 1995, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the limited liability company; (2) the limited liability company's current principal office address; [and] (3) the electronic mail address, if any, of the limited liability company; and (4) the name and respective business and residence addresses of a manager or a member of the limited liability company, except that if good cause is shown, the Secretary of the State may accept a business address in lieu of the business and residence addresses of such manager or member. For the purposes of this subsection and subsection (d) of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence address of the manager or member of the limited liability company may expose the personal security of such manager or member to significant risk.

(d) If the manager or member named in a limited liability company's most current annual report pursuant to subsection (c) of this section is replaced for such purpose by another manager or member after the limited liability company has filed such annual report, but not later than thirty days preceding the month during which the limited liability company's next annual report becomes due, the limited liability company shall file with the Secretary of the State an interim notice of change of manager or member that sets forth: (1) The name of the limited liability company; and (2) the name, title and respective business and residence addresses of the new manager or member and the name and title of the former manager or member, except that if good cause is shown, the Secretary of the State may

Substitute House Bill No. 6565

accept a business address in lieu of the business and residence addresses of the new manager or member. Any such change of manager or member that occurs within the thirty-day period preceding the month during which the limited liability company's next annual report becomes due shall be reflected in such next annual report.

(e) Each annual report shall be executed in accordance with section 34-109 and be accompanied by the filing fee established in section 34-112. The Secretary of the State shall [mail] deliver to each limited liability company at its principal office or electronic mail address, as shown on his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a limited liability company of the requirement of filing the report as provided in this section.

Sec. 11. Section 34-110 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) The original signed copy of the articles of organization or any other document required to be filed pursuant to sections 34-100 to 34-242, inclusive, as amended by this act, shall be delivered to the Secretary of the State. The articles of organization or any other document required to be filed shall be typewritten or printed or, if [authorized by the Secretary of the State,] electronically transmitted, in a format that can be retrieved or reproduced in typewritten or printed form. Unless the Secretary of the State determines that the document does not conform to the filing provisions of said sections, the Secretary of the State shall, when all required filing fees have been paid: (1) Endorse on each signed document "filed" and the date and time of its acceptance for filing; and (2) retain the signed document in the Secretary of the State's files.

(b) When any document is required or permitted to be filed or recorded as provided in sections 34-100 to 34-242, inclusive, as

Substitute House Bill No. 6565

amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(c) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 34-100 to 34-242, inclusive, as amended by this act, to be filed with the Secretary of the State.

~~[(c)]~~ (d) If the Secretary of the State determines that the document does not conform to the filing provisions of sections 34-100 to 34-242, inclusive, as amended by this act, or is not accompanied by all fees required by law, the document shall not be filed and the Secretary of the State shall return the document to the person originally submitting it.

Sec. 12. Section 34-229 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) A foreign limited liability company registered to transact business in this state shall file an annual report [in] by electronic transmission with the office of the Secretary of the State which report shall be due upon the anniversary of such foreign limited liability company's registration pursuant to section 34-223. Upon request of a foreign limited liability company, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the foreign limited liability company does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

Substitute House Bill No. 6565

(b) Such reporting requirement shall commence on and after January 1, 1995, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the foreign limited liability company and, if different, the name under which such foreign limited liability company transacts business in this state; (2) the address of the office required to be maintained in the state or other jurisdiction of the foreign limited liability company's organization by the laws of that state or jurisdiction or, if not so required, the address of its principal office; [and] (3) the electronic mail address, if any, of the foreign limited liability company; and (4) the name and respective business and residence addresses of a manager or a member of the foreign limited liability company, except that if good cause is shown, the Secretary of the State may accept a business address in lieu of the business and residence addresses of such manager or member. For the purposes of this subsection and subsection (d) of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence address of the manager or member of the foreign limited liability company may expose the personal security of such manager or member to significant risk.

(d) If the manager or member named in a foreign limited liability company's most current annual report pursuant to subsection (c) of this section is replaced for such purpose by another manager or member after the foreign limited liability company has filed such annual report, but not later than thirty days preceding the month during which the foreign limited liability company's next annual report becomes due, the foreign limited liability company shall file with the Secretary of the State an interim notice of change of manager or member that sets forth: (1) The name of the foreign limited liability company; and (2) the name, title and respective business and residence addresses of the new manager or member and the name and title of the former manager or member, except that if good cause is shown, the

Substitute House Bill No. 6565

Secretary of the State may accept a business address in lieu of the business and residence addresses of the new manager or member. Any such change of manager or member that occurs within the thirty-day period preceding the month during which the foreign limited liability company's next annual report becomes due shall be reflected in such next annual report.

(e) Each annual report shall be executed in accordance with section 34-109 and be accompanied by the filing fee established in section 34-112. The Secretary of the State shall [mail] deliver to each foreign limited liability company at its principal office or electronic mail address, as shown on his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a foreign limited liability company of the requirement of filing the report as provided in this section.

Sec. 13. Section 34-301 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

As used in sections 34-300 to [34-399] 34-434, inclusive, as amended by this act:

(1) "Business" includes every trade, occupation and profession.

(2) "Debtor in bankruptcy" means a person who is the subject of: (A) An order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or (B) a comparable order under federal, state or foreign law governing insolvency.

(3) "Deliver" or "delivery" means any method of delivery used in conventional commercial practice including delivery by hand, mail, commercial delivery and electronic transmission.

Substitute House Bill No. 6565

[(3)] (4) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.

(5) "Document" includes anything delivered to the office of the Secretary of the State for filing under sections 34-300 to 34-434, inclusive, as amended by this act.

(6) "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient.

[(4)] (7) "Foreign registered limited liability partnership" includes a partnership formed pursuant to an agreement governed by the laws of any state other than this state and registered or denominated as a registered limited liability partnership or limited liability partnership under the laws of such other state.

[(5)] (8) "Interests" means the proprietary interests in an other entity.

[(6)] (9) "Merger" means a business combination pursuant to section 34-388.

[(7)] (10) "Organizational documents" means the basic document or documents that create, or determine the internal governance of, an other entity.

[(8)] (11) "Other entity" means any association or legal entity, other than a domestic or foreign partnership, organized to conduct business, including, but not limited to, a corporation, limited partnership, limited liability partnership, limited liability company, joint venture, joint stock company, business trust, statutory trust and real estate investment trust.

Substitute House Bill No. 6565

[(9)] (12) "Partnership" means an association of two or more persons to carry on as co-owners a business for profit formed under section 34-314, predecessor law or comparable law of another jurisdiction, and includes for all purposes of the laws of this state a registered limited liability partnership.

[(10)] (13) "Partnership agreement" means the agreement, whether written, oral or implied, among the partners concerning the partnership, including amendments to the partnership agreement.

[(11)] (14) "Partnership at will" means a partnership in which the partners have not agreed to remain partners until the expiration of a definite term or the completion of a particular undertaking.

[(12)] (15) "Partnership interest" or "partner's interest in the partnership" means all of a partner's interests in the partnership, including the partner's transferable interest and all management and other rights.

[(13)] (16) "Party to a merger" means any domestic or foreign partnership or other entity that will merge under a plan of merger.

[(14)] (17) "Person" means an individual, corporation, limited liability company, business trust, estate, trust, partnership, association, joint venture, government, governmental subdivision, agency or instrumentality, or any other legal or commercial entity.

[(15)] (18) "Plan of merger" means a plan entered into pursuant to section 34-388.

[(16)] (19) "Property" means all property, real, personal or mixed, tangible or intangible, or any interest therein.

[(17)] (20) "Registered limited liability partnership" includes a partnership formed pursuant to an agreement governed by the laws of

Substitute House Bill No. 6565

this state, registered under section 34-419, and complying with sections 34-406 and 34-420, as amended by this act.

(21) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

[(18)] (22) "State" means a state of the United States, the District of Columbia, the Commonwealth of Puerto Rico or any territory or insular possession subject to the jurisdiction of the United States.

[(19)] (23) "Statement" means a statement of partnership authority under section 34-324, a statement of denial under section 34-325, a statement of dissociation under section 34-365, a statement of dissolution under section 34-376, a statement of merger under section 34-390, or an amendment or cancellation of any of the foregoing.

[(20)] (24) "Survivor" in a merger means the partnership or other entity into which one or more other partnerships or other entities are merged or consolidated. A survivor of a merger may preexist the merger or be created by the merger.

[(21)] (25) "Transfer" includes an assignment, conveyance, lease, mortgage, deed and encumbrance.

Sec. 14. Section 34-411 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) The original signed copy of a certificate of limited liability partnership of a registered limited liability partnership or the certificate of authority of a foreign registered limited liability partnership or of any other document required to be filed pursuant to sections 34-300 to 34-434, inclusive, as amended by this act, shall be delivered to the Secretary of the State. Unless the Secretary of the State determines that the documents do not conform to the filing provisions of said sections, he shall, when all required filing fees have been paid:

Substitute House Bill No. 6565

(1) Endorse on each signed original "filed" and the date and time of its acceptance for filing; and (2) retain the signed original in his files.

(b) When any document is required or permitted to be filed or recorded as provided in sections 34-300 to 34-434, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(c) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 34-300 to 34-434, inclusive, as amended by this act, to be filed with the Secretary of the State.

~~[(b)]~~ (d) If the Secretary of the State determines that the documents do not conform to the filing provisions of sections 34-300 to 34-434, inclusive, as amended by this act, or are not accompanied by all fees required by law, the documents shall not be filed and the Secretary of the State shall return the documents to the person originally submitting them.

Sec. 15. Section 34-420 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) Each registered limited liability partnership shall file an annual report by electronic transmission with the Secretary of the State, which report shall be due upon the anniversary of the filing of a certificate of limited liability partnership pursuant to section 34-419. Upon request of a registered limited liability partnership, the Secretary of the State may grant an exemption from the requirement to file an annual report

Substitute House Bill No. 6565

by electronic transmission if the registered limited liability partnership does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Such reporting requirement shall commence on or after January 1, 1997, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the registered limited liability partnership; [, and] (2) the registered limited liability partnership's current principal office address; and (3) the electronic mail address, if any, of the registered limited liability partnership.

(d) Each annual report shall be executed in accordance with section 34-410 and be accompanied by the filing fee established in section 34-413. The Secretary of the State shall [mail] deliver to each registered limited liability partnership at its principal office or electronic mail address, as shown on his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a registered limited liability partnership of the requirement of filing the report as provided in this section.

Sec. 16. Section 34-431 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) A foreign registered limited liability partnership authorized to transact business in this state shall file an annual report [in] by electronic transmission with the office of the Secretary of the State which report shall be due upon the anniversary of such foreign registered limited liability partnership's certificate of authority pursuant to section 34-429, as amended by this act. Upon request of a foreign registered limited liability partnership, the Secretary of the State may grant an exemption from the requirement to file an annual

Substitute House Bill No. 6565

report by electronic transmission if the foreign registered limited liability partnership does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Such reporting requirement shall commence on and after January 1, 1997, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the foreign registered limited liability partnership and, if different, the name under which such foreign registered limited liability partnership transacts business in this state; [and] (2) the address of the office required to be maintained in the state or other jurisdiction of the foreign registered limited liability partnership's organization by the laws of that state or jurisdiction or, if not so required, the address of its principal office; and (3) the electronic mail address, if any, of the foreign registered limited liability partnership.

(d) Each annual report shall be executed in accordance with section 34-410, and be accompanied by the filing fee established in section 34-413. The Secretary of the State shall [mail] deliver to each foreign registered limited liability partnership at its principal office or electronic mail address, as shown on his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a foreign registered limited liability partnership of the requirement of filing the report as provided in this section.

Sec. 17. Section 34-501 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

For purposes of sections 34-500 to 34-547, inclusive, as amended by this act:

(1) "Beneficial owner" means any owner of a beneficial interest in a

Substitute House Bill No. 6565

statutory trust. Beneficial ownership shall be determined and evidenced, whether by means of registration, the issuance of certificates or otherwise, in accordance with the applicable provisions of the governing instrument of the statutory trust.

(2) "Statutory trust" or "domestic statutory trust" means an unincorporated association which (A) is created by a trust instrument under which property is or will be held, managed, administered, controlled, invested, reinvested or operated, or business or professional activities are carried on or will be carried on, by a trustee or trustees for the benefit of such person or persons as are or may become entitled to a beneficial interest in the trust property, including but not limited to a trust of the type known at common law as a "business trust" or "Massachusetts trust" or "grantor trust", or a trust qualifying as a real estate investment trust under Section 856 et seq., of the United States Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as from time to time amended, or a trust qualifying as a real estate mortgage investment conduit under Section 860D of the United States Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as from time to time amended, and (B) files a certificate of trust pursuant to section 34-503, as amended by this act. Any such association organized before or after October 1, 1997, shall be a statutory trust and a separate legal entity.

(3) "Document" includes anything delivered to the office of the Secretary of the State for filing under sections 34-500 to 34-547, inclusive, as amended by this act.

~~[(3)]~~ (4) "Foreign statutory trust" means any business trust, association or similar entity which is not organized under the laws of this state.

~~[(4)]~~ (5) "Governing instrument" means a trust instrument which

Substitute House Bill No. 6565

creates a statutory trust and provides for the governance of the affairs of the statutory trust and the conduct of its business. A governing instrument: (A) May provide that a person shall become a beneficial owner and shall become bound by the governing instrument if such person, or a representative authorized by such person orally, in writing or by other action such as payment for a beneficial interest, complies with the conditions for becoming a beneficial owner set forth in the governing instrument or any other writing and acquires a beneficial interest; and (B) may consist of one or more agreements, instruments or other writings and may refer to or incorporate bylaws containing provisions relating to the business of the statutory trust, the conduct of its affairs and its rights or powers or the rights or powers of its trustees, beneficial owners, agents or employees.

[(5)] (6) "Other business entity" means a corporation, a limited liability company, a general or limited partnership, a limited liability partnership, a common law trust or any other unincorporated business.

[(6)] (7) "Person" means a natural person, partnership, limited partnership, limited liability partnership, limited liability company, trust, estate, association, corporation, custodian, nominee or any other individual or entity in its own or any representative capacity.

(8) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

[(7)] (9) "Trustee" means the person or persons appointed as a trustee in accordance with the governing instrument of a statutory trust and may include one or more of the beneficial owners of the statutory trust.

Sec. 18. Section 34-503 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

Substitute House Bill No. 6565

(a) Every statutory trust shall file [the original,] a signed copy of its certificate of trust with the office of the Secretary of the State. The certificate of trust shall set forth:

(1) A name of the statutory trust that satisfies the requirements of section 34-506;

(2) The future effective date, which shall be a date certain, of effectiveness of the certificate if it is not to be effective upon the filing of the certificate;

(3) The principal office address of the statutory trust;

(4) The appointment of a statutory agent for service of process, as required by section 34-507; and

(5) Any other information the trustees determine to include therein.

(b) (1) A certificate of trust may be amended by filing a certificate of amendment thereto with the office of the Secretary of the State. The certificate of amendment shall set forth: (A) The name of the statutory trust; (B) the date of filing of the [original] initial certificate of trust; (C) the amendment to the certificate; and (D) the future effective date, which shall be a date certain, of effectiveness of the certificate if it is not to be effective upon the filing of the certificate.

(2) A certificate of trust may be amended at any time for any purpose as the trustees may determine, provided the certificate of trust as amended contains those provisions that are required by law to be contained in a certificate of trust at the time of making the amendment.

(c) (1) A certificate of trust may be restated by integrating into a single instrument all of the provisions of the certificate of trust which are then in effect and operative as a result of there having been theretofore filed one or more certificates of amendment pursuant to

Substitute House Bill No. 6565

subsection (b) of this section, and the certificate of trust may be amended or further amended by the filing of a restated certificate of trust. The restated certificate of trust shall be specifically designated as such in its heading and shall set forth: (A) The present name of the statutory trust and, if it has been changed, the name under which the statutory trust was originally formed; (B) the date of filing of the [original] initial certificate of trust; (C) the information required to be included pursuant to subsection (a) of this section; (D) the future effective date, which shall be a date certain, of effectiveness of the restated certificate of trust if it is not to be effective upon the filing of the restated certificate of trust; and (E) any other information the trustees determine to include therein.

(2) A certificate of trust may be restated at any time for any purpose as the trustees may determine.

(d) A certificate of trust shall be cancelled upon the completion of winding up of the statutory trust and its termination. A certificate of cancellation shall be filed in the office of the Secretary of the State and set forth: (1) The name of the statutory trust; (2) the date of filing of the [original] initial certificate of trust; (3) the reason for filing the certificate of cancellation; (4) the future effective date, which shall be a date certain, of cancellation if it is not to be effective upon the filing of the certificate; and (5) any other information the trustees determine to include therein.

(e) When any document is required or permitted to be filed or recorded as provided in sections 34-500 to 34-547, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

Substitute House Bill No. 6565

~~[(e)]~~ (f) Unless the office of the Secretary of the State determines that a document filed with it pursuant to this section does not conform to law, it shall, when all required filing fees have been paid, endorse on each signed [original of such] document the word "Filed" and the date and time of its acceptance for filing and retain the [original] signed document in its files.

Sec. 19. Section 34-408 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

(a) Each registered limited liability partnership which does not have its principal office in this state and each foreign registered limited liability partnership shall have and maintain a statutory agent for service in this state as provided in this section. A statutory agent for service shall be: (1) A natural person who is a resident of this state; (2) a domestic corporation; (3) a corporation not organized under the laws of this state and which has procured a certificate of authority to transact business or conduct its affairs in this state; (4) a domestic limited liability company; (5) a limited liability company not organized under the laws of this state and which has procured a certificate of registration to transact business or conduct its affairs in this state; (6) a domestic registered limited liability partnership; (7) a foreign registered limited liability partnership which has procured a certificate of authority to transact business or conduct its affairs in this state; (8) a domestic statutory trust; or (9) a statutory trust not organized under the laws of this state and which has procured a certificate of registration to transact business or conduct its affairs in this state.

(b) A registered limited liability partnership which does not have its principal office in this state or a foreign registered limited liability partnership shall appoint a statutory agent for service by filing with the Secretary of the State a written appointment in such form as the Secretary of the State shall prescribe setting forth: (1) The name of the registered limited liability partnership or the foreign registered limited

Substitute House Bill No. 6565

liability partnership; (2) the name of the statutory agent for service; and (3) if the statutory agent is a natural person, the business and residence addresses thereof; if the statutory agent is an entity organized under the laws of this state, the address of the principal office thereof; if the statutory agent is an entity not organized under the laws of this state, the address of the principal office thereof in this state, if any. In each case, the address shall include the street and number or other particular designation. Each written appointment shall also be signed by the statutory agent for service therein appointed.

(c) If a statutory agent for service dies, dissolves, removes from the state or resigns, the registered limited liability partnership shall forthwith appoint another statutory agent for service. If the statutory agent for service changes his or its address within the state from that appearing upon the record in the office of the Secretary of the State, the registered limited liability partnership shall forthwith file with the Secretary of the State notice of the new address. A statutory agent for service may resign by filing with the Secretary of the State a signed statement in duplicate to that effect. The Secretary of the State shall forthwith file one copy and mail the other copy of such statement to the registered limited liability partnership at its principal office. Upon the expiration of thirty days after such filing, the resignation shall be effective and the authority of such statutory agent for service shall terminate. A registered limited liability partnership may revoke the appointment of a statutory agent for service by making a new appointment as provided in this section and any new appointment so made shall revoke all appointments theretofore made.

Sec. 20. Section 34-429 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

Before transacting business in this state, a foreign registered limited liability partnership shall file a certificate of authority with the

Substitute House Bill No. 6565

Secretary of the State executed by a person with authority to do so under the laws of the state or other jurisdiction where it is registered as a registered limited liability partnership. The certificate of authority shall set forth: (1) The name of the partnership and, if different, the name under which it proposes to transact business in this state, either of which shall conform to the requirements of section 34-406; (2) the state or other jurisdiction where it is registered as a registered limited liability partnership and the date of its registration; (3) the name and address of the agent in this state for service of process required to be maintained by section 34-408, as amended by this act, and an acceptance of such appointment signed by the agent appointed; (4) the address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the partnership; (5) a representation that the partnership is a "foreign registered limited liability partnership" as defined in [subdivision (4) of] section 34-301, as amended by this act; (6) a brief statement of the business in which the partnership engages; and (7) any other matters the partnership may determine to include.

Sec. 21. Section 34-531 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2012*):

Before transacting business in this state, a foreign statutory trust shall register with the Secretary of the State. In order to register, a foreign statutory trust shall submit to the Secretary of the State [an original] a signed copy of an application for registration as a foreign statutory trust executed by a person with authority to do so under the laws of the state or other jurisdiction of its formation. The application shall set forth: (1) The name of the foreign statutory trust and, if different, the name under which it proposes to transact business in this state; (2) the state or other jurisdiction where formed, and date of its organization; (3) the name and address of the agent in this state for

Substitute House Bill No. 6565

service of process on the foreign statutory trust required to be maintained by section 34-532 and an acceptance of such appointment signed by the agent appointed if other than the Secretary of the State; (4) the address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign statutory trust; (5) a representation that the foreign statutory trust is a "foreign statutory trust" as defined in [subdivision (3) of] section 34-501, as amended by this act; and (6) the character of the business which the statutory trust intends to transact in this state.

Approved July 8, 2011